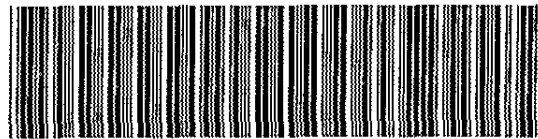


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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA



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(Requestor's Name)

(Address)

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Tallahassee, FL 32399

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9 January 2003

TRANSMITTAL LETTER

SUBJECT: Incorporation Documents

FROM: Christopher Dionte' Jordan
696 1st Avenue North
2nd Floor, Suite 203
St. Petersburg, FL 33701

For further information concerning this matter, please call Christopher (Chris) Jordan at (813) 728-4749.

Enclosed are an original and (2) copies of the articles of incorporation and a check for:

\$155.00 for Filing Fee, Designation of Registered Agent & Certified Copy

Should you have any questions please do not hesitate to contact the undersigned.

Very Truly Yours,



Christopher Jordan

**ARTICLES OF ORGANIZATION
OF
Cocompliance Corporation, LLC**

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Organization, a natural person competent to contract, does hereby form a limited liability company under the laws of the State of Florida.

ARTICLE I

Name

The name of the limited liability company shall be Cocompliance Corporation, LLC.

ARTICLE II

Address and Place of Business

The mailing address and principal place of business for the limited liability company is:

Cocompliance Corporation, LLC
c/o Christopher Diente' Jordan
696 1st Avenue North
2nd Floor, Suite 203
St. Petersburg, FL 33701

ARTICLE III

Period of Duration

The limited liability company shall begin existence on the day of filing, and shall continue into perpetuity, or until dissolved in a manner provided by law or by regulations adopted by the Members of the limited liability company.

ARTICLE IV

Purposes

The limited liability company may engage in the transaction of any or all-lawful business for which limited liability companies may be formed under the laws of the State of Florida.

ARTICLE V

Registered Office and Registered Agent

The street address of the limited liability company's initial registered office is 696 1st Avenue North, 2nd Floor, Suite 203, St. Petersburg, FL and the initial registered agent at such address is Christopher Diente' Jordan. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes. Christopher Diente' Jordan is specifically

authorized to sign and file such Affidavits as may be required under Section 608.407, Florida Statutes.

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ARTICLE VI
Management

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

The management of the limited liability company, unless otherwise provided in the articles of organization or the operating agreement, shall be vested in a Board of Managers.

ARTICLE VII
Continuity of Business

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall not cease and the limited liability company shall not be dissolved unless the business of the limited liability company is terminated by the consent or agreement of all remaining Members.

ARTICLE VIII
Restrictions on Membership

No new members shall be admitted to the limited liability company without the unanimous prior consent of the existing members. Contributions required of new members shall be determined as of the time of their admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with the unanimous written consent of the members. Additional restrictions and conditions on membership may be set forth in regulations adopted by the members.

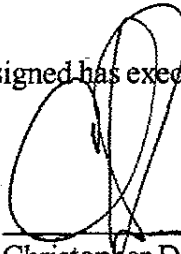
ARTICLE IX
Operating Agreement

The members of the limited liability company shall adopt an operating agreement, which shall act as the operating agreement of the members pertaining to the regulation, management and affairs of the limited liability company, provided that such operating agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The operating agreement shall be repealed or altered only by the members of the limited liability company, in the manner now or hereafter prescribed by the laws of the State of Florida.

ARTICLE X
Acknowledgment

The undersigned subscriber does hereby certify that the foregoing constitutes the proposed Articles of Organization of Cocompliance Corporation, LLC.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this
8th day of January 2003.



Christopher Dionte' Jordan
Authorized Representative

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CLERK OF STATE
TALLAHASSEE, FLORIDA